

CHIPMOS TECHNOLOGIES BERMUDA LTD
Form SC 13G/A
January 24, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

ChipMOS TECHNOLOGIES (Bermuda) LTD.
(Name of Issuer)

Common Shares, par value \$0.01 per share
(Title of Class of Securities)

G2110R106
(CUSIP Number)

December 31, 2007
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge International LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
3.375% Convertible Senior Notes due 2011 convertible into
3,503,649 Common Shares

1.75% Convertible Senior Notes due 2009 convertible into
7,165,605 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
3.375% Convertible Senior Notes due 2011 convertible into
3,503,649 Common Shares

1.75% Convertible Senior Notes due 2009 convertible into
7,165,605 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3.375% Convertible Senior Notes due 2011 convertible into 3,503,649
Common Shares

1.75% Convertible Senior Notes due 2009 convertible into 7,165,605
Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
11.40%

(12) TYPE OF REPORTING PERSON **
OO

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** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge Capital Management, LLC 20-1901985

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 3.375% Convertible Senior Notes due 2011 convertible into
3,503,649 Common Shares
1.75% Convertible Senior Notes due 2009 convertible into
7,165,605 Common Shares

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
3.375% Convertible Senior Notes due 2011 convertible into
3,503,649 Common Shares
1.75% Convertible Senior Notes due 2009 convertible into
7,165,605 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
3.375% Convertible Senior Notes due 2011 convertible into 3,503,649
Common Shares
1.75% Convertible Senior Notes due 2009 convertible into 7,165,605
Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

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11.40%

(12) TYPE OF REPORTING PERSON **
OO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Glenn Dubin

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
3.375% Convertible Senior Notes due 2011 convertible into
3,503,649 Common Shares

OWNED BY 1.75% Convertible Senior Notes due 2009 convertible into
7,165,605 Common Shares

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
3.375% Convertible Senior Notes due 2011 convertible into
3,503,649 Common Shares

1.75% Convertible Senior Notes due 2009 convertible into
7,165,605 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

3.375% Convertible Senior Notes due 2011 convertible into 3,503,649
Common Shares

1.75% Convertible Senior Notes due 2009 convertible into 7,165,605
Common Shares

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(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
11.40%

(12) TYPE OF REPORTING PERSON **
IN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Henry Swieca

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
3.375% Convertible Senior Notes due 2011 convertible into
3,503,649 Common Shares

OWNED BY 1.75% Convertible Senior Notes due 2009 convertible into
7,165,605 Common Shares

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
3.375% Convertible Senior Notes due 2011 convertible into
3,503,649 Common Shares

1.75% Convertible Senior Notes due 2009 convertible into
7,165,605 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

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3.375% Convertible Senior Notes due 2011 convertible into 3,503,649
Common Shares

1.75% Convertible Senior Notes due 2009 convertible into 7,165,605
Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
11.40%

(12) TYPE OF REPORTING PERSON **
IN

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This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G filed on September 28, 2006, as amended by Amendment No. 1 filed on February 13, 2007 (as amended, the "Schedule 13G") with respect to the common shares, par value \$0.01 per share ("Common Shares") of ChipMOS TECHNOLOGIES (Bermuda) LTD., a Bermuda corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 2(a), 2(b), 2(c), 4 and 10 in their entirety as set forth below.

Item 2(a). Name of Person Filing
Item 2(b). Address of Principal Business Office
Item 2(c). Citizenship

HIGHBRIDGE INTERNATIONAL LLC
c/o Harmonic Fund Services
The Cayman Corporate Centre, 4th Floor
27 Hospital Road
Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

HIGHBRIDGE CAPITAL MANAGEMENT, LLC IRS #: 20-1901985 9 West 57th
Street, 27th Floor
New York, New York 10019
Citizenship: State of Delaware

GLENN DUBIN
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: United States

HENRY SWIECA
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor

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New York, New York 10019
Citizenship: United States

Due to a change in the reporting structure of Highbridge Capital Management, LLC, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd. and Highbridge GP, LLC, are no longer Reporting Persons.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date of this filing, (i) Highbridge International LLC owns 3.375% Convertible Senior Notes due 2011, convertible into 3,503,649 Common Shares and 1.75% Convertible Senior Notes due 2009, convertible into 7,165,605 Common Shares and (ii) each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may be deemed the beneficial owner of the 3,503,649 Common Shares issuable to Highbridge International LLC upon conversion of the 3.375% Convertible Senior Notes due 2011 and the 7,165,605 Common Shares issuable to

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Highbridge International LLC upon conversion of the 1.75% Convertible Senior Notes due 2009.

Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC. Glenn Dubin is the Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is the Chief Investment Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Common Shares owned by another Reporting Person. In addition, each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of Common Shares owned by Highbridge International LLC.

(b) Percent of class:

The Company's Report of Foreign Private Issuer on Form 6-K that was filed on July 16, 2007, indicates there were 82,943,613 Common Shares outstanding as of June 29, 2007. Therefore, based on the Company's outstanding Common Shares and the Common Shares issuable upon the conversion of the 1.75% Convertible Senior Notes due 2009 and the 3.375% Convertible Senior Notes due 2011, issued by the Company, the Reporting Persons may be deemed to beneficially own approximately 11.40% of the outstanding Common Shares of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Common Shares owned by another Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See Item 4(a)

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

See Item 4(a)

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Exhibit I: Joint Filing Agreement, dated as of January 24, 2008, by and among Highbridge International LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca.

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: January 24, 2008

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ Noah Greenhill

Name: Noah Greenhill

Title: Managing Director

By: /s/ Noah Greenhill

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Name: Noah Greenhill
Title: Managing Director

/s/ Glenn Dubin

GLENN DUBIN

/s/ Henry Swieca

HENRY SWIECA

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EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the ordinary shares, par value \$0.01 per share, of ChipMOS TECHNOLOGIES (Bermuda) LTD., is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of January 24, 2008

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ Noah Greenhill

By: /s/ Noah Greenhill

Name: Noah Greenhill
Title: Managing Director

Name: Noah Greenhill
Title: Managing Director

/s/ Glenn Dubin

GLENN DUBIN

/s/ Henry Swieca

HENRY SWIECA